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Hearing Date: October 19, 2010  
Hearing Time: 10:00AM (EST)

*Attorneys for Bricklayers and Allied Craftsmen Local 2 Annuity Fund, Bricklayers and Allied Craftworkers Local 2, Albany, New York, Health Benefit Fund, Bricklayers & Allied Craftworkers, Local No. 2, AFL-CIO, Building Trade Employers Insurance Fund, Central New York Laborers' Annuity Fund, Central New York Laborers' Health and Welfare Fund, Central New York Laborers' Pension Fund, Central New York Laborers' Training Fund, Construction Employers Association of CNY, Inc., Construction and General Laborers' Local No. 633, AFL-CIO, Engineers Joint Welfare Fund, Engineers Joint Training Fund, International Brotherhood of Electrical Workers Local Union No. 43 and Electrical Contractors Pension Fund, International Brotherhood of Electrical Workers Local No. 43 and Electrical Contractors Welfare Fund, I.B.E.W. Local 241 Welfare Benefits Fund, I.B.E.W. Local 910 Welfare Fund, Laborers' Local 103 Annuity Fund, Laborers' Local 103 Welfare Fund, New York State Lineman's Safety Training Fund, Oswego Laborers' Local No. 214 Pension Fund, Plumbers, Pipefitters and Apprentices Local No. 112 Health Fund, Roofers' Local 195 Annuity Fund, Roofers' Local 195 Health & Accident Fund, Syracuse Builders Exchange, Inc./CEA Pension Plan, Service Employees Benefit Fund, Service Employees Pension Fund of Upstate New York, S.E.I.U. Local 200United, AFL-CIO, Syrabex, Inc., Syracuse Builders Exchange, Inc., U.A. Local 73, Plumbers & Fitters, AFL-CIO, Local 73 Retirement Fund, and Upstate Union Health and Welfare Fund.*

**UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

-----X	
SECURITIES INVESTOR PROTECTION	:
CORPORATION,	:
Plaintiff,	:
	:
— versus —	:
	:
BERNARD L. MADOFF INVESTMENT	:
SECURITIES, LLC,	:
Defendant	:
-----X	

Adversary Proceeding  
No. 08-01789 (BRL)  
SIPA Liquidation  
(Substantively Consolidated)

In re BERNARD L. MADOFF, :  
Debtor :  
-----X

**SUPPLEMENTAL AFFIDAVIT OF JENNIFER A. CLARK, ESQ.**

STATE OF NEW YORK )  
COUNTY OF ONONDAGA ) ss.:

JENNIFER A. CLARK, being duly sworn, deposes and says:

1. I am a member of the law firm of Blitman & King LLP, attorneys for 25 employee benefit plans governed by the Employee Retirement Income Security Act ("ERISA"), 29 U.S.C. §§ 1001-1461, and 7 other entities, all of which timely filed SIPC claims with the Trustee. I am fully familiar with all of the proceedings heretofore had herein.

2. I submit this affidavit in opposition to the Trustee's Motion For An Order To Affirm Trustee's Determinations Denying Claims Of Claimants Without BLMIS Accounts In Their Names, Namely, Investors In Feeder Funds (Dkt. No. 2416).

3. My firm represents the following ERISA plans in connection with this proceeding: Bricklayers and Allied Craftsmen Local 2 Annuity Fund; Bricklayers and Allied Craftworkers Local 2, Albany, New York, Health Benefit Fund; Building Trade Employers Insurance Fund; Central New York Laborers' Annuity Fund; Central New York Laborers' Health and Welfare Fund; Central New York Laborers' Pension Fund; Central New York Laborers' Training Fund; Engineers Joint Welfare Fund; Engineers Joint Training Fund; International Brotherhood of Electrical Workers Local Union No. 43 and Electrical Contractors Pension Fund; International Brotherhood of Electrical Workers Local No. 43 and Electrical Contractors Welfare Fund; I.B.E.W. Local 241 Welfare Benefits Fund; I.B.E.W. Local 910 Welfare Fund; Laborers' Local 103 Annuity Fund; Laborers' Local 103 Welfare Fund; New

York State Lineman's Safety Training Fund; Oswego Laborers' Local No. 214 Pension Fund; Plumbers, Pipefitters and Apprentices Local No. 112 Health Fund; Roofers' Local 195 Annuity Fund; Roofers' Local 195 Health & Accident Fund; Syracuse Builders Exchange, Inc./CEA Pension Plan; Service Employees Benefit Fund; Service Employees Pension Fund of Upstate New York; Local 73 Retirement Fund; and Upstate Union Health and Welfare Fund (collectively "ERISA Plan Claimants"). Each of these ERISA Plan Claimants filed SIPC claims with the Trustee that identified the plans as ERISA plans.

4. The ERISA Plan Claimants entrusted plan assets to Bernard L. Madoff Investment Securities LLC ("BLMIS") through Andover Associates LP ("Andover") or Beacon Associates LLC ("Beacon"), or both.

5. The ERISA Plan Claimants that entrusted plan assets to BLMIS through Andover are Bricklayers and Allied Craftsmen Local 2 Annuity Fund; Bricklayers and Allied Craftworkers Local 2, Albany, New York, Health Benefit Fund; Central New York Laborers' Health and Welfare Fund; Central New York Laborers' Training Fund; and Roofers' Local 195 Annuity Fund. A true and correct copy of an Offering Memorandum dated June 2, 2008, which Andover provided to the aforementioned ERISA Plan Claimants, is attached as **Exhibit A**.

6. The ERISA Plan Claimants that entrusted plan assets to BLMIS through Beacon are: Bricklayers and Allied Craftworkers Local 2, Albany, New York, Health Benefit Fund; Building Trade Employers Insurance Fund; Central New York Laborers' Annuity Fund; Central New York Laborers' Health and Welfare Fund; Central New York Laborers' Pension Fund; Engineers Joint Welfare Fund; Engineers Joint Training Fund; International Brotherhood of Electrical Workers Local Union No. 43 and Electrical Contractors Pension Fund; International Brotherhood of Electrical Workers Local No. 43 and Electrical Contractors Welfare Fund;

I.B.E.W. Local 241 Welfare Benefits Fund; I.B.E.W. Local 910 Welfare Fund; Laborers' Local 103 Annuity Fund; Laborers' Local 103 Welfare Fund; New York State Lineman's Safety Training Fund; Oswego Laborers' Local No. 214 Pension Fund; Plumbers, Pipefitters and Apprentices Local No. 112 Health Fund; Roofers' Local 195 Health & Accident Fund; Syracuse Builders Exchange, Inc./CEA Pension Plan; Service Employees Benefit Fund; Service Employees Pension Fund of Upstate New York; Local 73 Retirement Fund; and Upstate Union Health and Welfare Fund. The aforementioned ERISA Plan Claimants received one of two substantially similar Offering Memorandums from Beacon. A true and correct copy of those Offering Memorandums, both dated August 9, 2004, are attached as **Exhibit B** and **Exhibit C**.

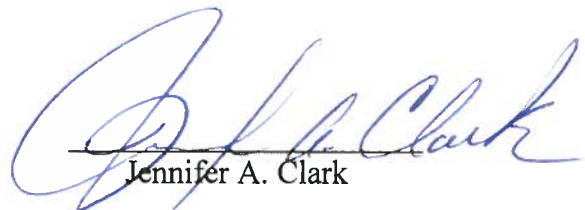
7. The Andover and Beacon Offering Memorandums provide as follows:

If such Benefit Plan Investors [which include ERISA Plans] own 25% or more of the [Membership] Interests (excluding [Membership] Interests held by the Managing Member or its affiliates), the underlying assets of the Company will constitute plan assets. . . . The Managing Member anticipates that 25% or more of the [Membership] Interests (excluding [Membership] Interests held by the Managing Member or its affiliates) will continue to be held by Benefit Plan Investors, and accordingly, the underlying assets of the Company will continue to be deemed to be plan assets of the investing ERISA Plans and Individual Retirement Funds.

See Ex. A. at 38; Ex. B at 41; Ex. C at 39.

WHEREFORE, it is respectfully submitted that the foregoing ERISA Plan Claimants are "customers" as defined by SIPA and entitled to payment from SIPC.

Dated: October 18, 2010



Jennifer A. Clark

Sworn to before me this 18th  
day of October, 2010.

  
Notary Public

WENDY L. RICHARDSON  
Notary Public, State of New York  
Qualified in Gen. Co. No. 4665248  
Comm. Exp. 8/31/2014